

NOTICE OF SPECIAL MEETING

TO THE MEMBERS OF THE GOVERNING BOARD OF THE MUNICIPAL BUILDING AUTHORITY OF WASHINGTON COUNTY, UTAH:

NOTICE IS HEREBY GIVEN that a special meeting of the Governing Board (the "Board") of the Municipal Building Authority (the "Authority") of Washington County, Utah, will be held at the Board's regular meeting place at 4:00 p.m. on June 15, 2010, for the purpose of authorizing the issuance and sale of the Authority's Lease Revenue Refunding Bonds, Series 2010 in a total principal amount of not more than \$1,200,000 and related matters, and for the transaction of such other business incidental to the foregoing as may come before said meeting.

Secretary

ACKNOWLEDGMENT OF NOTICE AND CONSENT TO SPECIAL MEETING

We, the Chair/President and Boardmembers of the Governing Board of the Municipal Building Authority of Washington County, Utah, do hereby acknowledge receipt of the foregoing Notice of Special Meeting, and we hereby waive any and all irregularities, if any, in such notice and in the manner of service thereof upon us and consent and agree to the holding of such special meeting at the time and place specified in said notice, and to the transaction of any and all business which may come before said meeting.

Chair/President

Boardmember

Boardmember

St. George, Utah

June 15, 2010

The Governing Board (the "Board") of the Municipal Building Authority of Washington County, Utah, met in special session at the regular meeting place of the Board in St. George, Utah, on June 15, 2010, at the hour of 4:00 p.m., with the following members of the Board being present:

James J. Eardley	Chair
Alan D. Gardner	Boardmember
Denny Drake	Boardmember

Also present:

Kim Hafen	Secretary
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Absent:

After the meeting had been duly called to order and after other matters not pertinent to this resolution had been discussed, the Secretary presented to the Board a Certificate of Compliance with Open Meeting Law with respect to this June 15, 2010, meeting, a copy of which is attached hereto as Exhibit A.

The following resolution was then introduced in writing, was fully discussed, and pursuant to motion duly made by Boardmember _____ and seconded by Boardmember _____ adopted by the following vote:

AYE:

NAY:

The resolution was then signed by the Chair in open meeting and recorded by the Secretary in the official records of the Municipal Building Authority of Washington County, Utah. The resolution is as follows:

RESOLUTION NO. 2010-__

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT MORE THAN \$1,200,000 AGGREGATE PRINCIPAL AMOUNT OF LEASE REVENUE REFUNDING BONDS, SERIES 2010 OF THE MUNICIPAL BUILDING AUTHORITY OF WASHINGTON COUNTY, UTAH; FIXING THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF THE BONDS, THE MAXIMUM NUMBER OF YEARS OVER WHICH THE BONDS MAY MATURE, THE MAXIMUM INTEREST RATE WHICH THE BONDS MAY BEAR, AND THE MAXIMUM DISCOUNT FROM PAR AT WHICH THE BONDS MAY BE SOLD; PROVIDING FOR THE PUBLICATION OF A NOTICE OF BONDS TO BE ISSUED; PROVIDING FOR THE RUNNING OF A CONTEST PERIOD; AND RELATED MATTERS.

WHEREAS, pursuant to the provisions of the Utah Refunding Bond Act, Title 11, Chapter 27, Utah Code Annotated 1953, as amended and the Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended (collectively, the “Act”), the Governing Board (the “Board”) of the Municipal Building Authority of the Washington County, Utah (the “Authority”), has authority to issue its lease revenue refunding bonds for the purpose of refunding the Authority’s outstanding Lease Revenue Bonds, Series 1998 (the “Series 1998 Bonds”); and

WHEREAS, the Series 1998 Bonds were issued to finance the costs of (a) acquisition and renovation of an existing building (the “1998 Project”) and (b) paying costs associated with the issuance and sale of the Bonds; and

WHEREAS, Washington County, Utah (the “County”), has leased, as Lessee, on an annually renewable basis, the 1998 Project from the Authority, and the Authority has leased, as Lessor, the 1998 Project to the County under the terms and provisions set forth in the Master Lease Agreement, dated as of July 1, 1998 (the “Master Lease”); and

WHEREAS, the Authority considers it desirable and beneficial to refund the Series 1998 Bonds in order to achieve a debt service savings; and

WHEREAS, in order to accomplish the purposes set forth in the preceding recital, the Authority desires to issue its Lease Revenue Refunding Bonds, Series 2010 in one or more series and with any other series designations as may become applicable (the “Series 2010 Bonds”), in the aggregate principal amount of not to exceed One Million Two Hundred Thousand Dollars (\$1,200,000) for the purpose of (a) refunding all of the Series 1998 Bonds, (b) funding a deposit to a debt service reserve fund, if needed, and (c) paying costs associated with the issuance of the Series 2010 Bonds; and

WHEREAS, the Series 2010 Bonds shall be payable solely from the rents, revenues and other income derived by the Authority from the leasing of the Series 1998 Project to the County on an annually renewable basis, and shall not constitute or give rise

to an obligation or liability of the Authority or constitute a charge against its general credit or taxing powers; and

WHEREAS, the Act provides for the publication of a Notice of Bonds to be Issued, and the Authority desires to publish such a notice at this time in compliance with the Act with respect to the Series 2010 Bonds to thereby initiate the running of a contest period;

NOW, THEREFORE, it is hereby resolved by the Governing Board of the Municipal Building Authority of the Washington County, Utah, as follows:

Section 1. Terms defined in the foregoing recitals hereto shall have the same meaning when used in this Resolution.

Section 2. All actions heretofore taken (not inconsistent with the provisions of this resolution) by the Governing Board and by the officers of the Authority directed toward the issuance and sale of the Bonds, are hereby ratified, approved and confirmed.

Section 3. The Board hereby finds and determines that it is in the best interests of the Authority and residents of the County for the Authority to issue not more than One Million Two Hundred Thousand Dollars (\$1,200,000) aggregate principal amount of the Series 2010 Bonds, to bear interest at a rate or rates of not to exceed four percent (4.0%) per annum, to mature in not more than ten (10) years from their date or dates, and to be sold at a price not less than ninety-eight percent (98%) of the total principal amount thereof for the purpose of (a) refunding the Series 1998 Bonds, (b) funding a deposit to a debt service reserve fund, if needed, and (c) paying costs of issuance of the Series 2010 Bonds, all pursuant to this Resolution, an authorizing resolution to be adopted and approved by the Board authorizing and confirming the issuance and sale of the Series 2010 Bonds (herein referred to as the “Final Bond Resolution”) and a General Indenture of Trust dated as of July 1, 1998, by and between the Authority and U.S. Bank National Association, as trustee, as heretofore amended and supplemented, and a Second Supplemental Indenture to be entered into at the time of issuance of the Series 2010 Bonds in substantially the form attached hereto as Exhibit B (the “Second Supplemental Indenture” and collectively with the General Indenture, the “Indenture”). The Authority hereby declares its intention to issue the Series 2010 Bonds according to the provisions of this Resolution, the Second Supplemental Indenture, and the Final Bond Resolution, when adopted, with such changes to the forms of such documents and additional documents, as may be approved at the time of adoption of the Final Bond Resolution.

Section 4. The Authority hereby directs officers and staff of the Authority to proceed with the issuance and sale of the Series 2010 Bonds, and to take all actions necessary in connection therewith.

Section 5. In accordance with the provisions of the Act, the Secretary shall cause the following “Notice of Bonds to be Issued” to be published one (1) time in The Spectrum, a newspaper of general circulation in the Authority, and shall cause a copy of

this Resolution (together with all exhibits hereto) to be kept on file in the office of the Secretary in St. George, Utah, for public examination during the regular business hours of the Authority for a period of at least thirty (30) days from and after the date of publication thereof. The “Notice of Bonds to be Issued” shall be in substantially the following form:

NOTICE OF BONDS TO BE ISSUED

NOTICE IS HEREBY GIVEN pursuant to the provisions of the Utah Refunding Bond Act, Title 11, Chapter 27, Utah Code Annotated 1953, as amended, and the Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended that on June 15, 2010, the Governing Board (the "Board") of the Municipal Building Authority of Washington County, Utah (the "Authority"), adopted a resolution (the "Resolution") authorizing the issuance by the Authority of its Lease Revenue Refunding Bonds, Series 2010, in one or more series and with any other series designations as may become applicable (the "Series 2010 Bonds") in the aggregate principal amount of not to exceed One Million Two Hundred Thousand Dollars (\$1,200,000) for the purpose of refunding the Authority's outstanding Lease Revenue Bonds, Series 1998 (the "Refunded Bonds") originally issued to finance the costs of (a) acquiring and renovating an existing building and (b) paying costs associated with the issuance and sale of the Refunded Bonds. The Series 2010 Bonds are to bear interest at a rate or rates of not more than four percent (4.0%) per annum, to mature in not more than ten (10) years from their date or dates, and to be sold at a price not less than ninety-eight percent (98%) of the total principal amount thereof.

The Series 2010 Bonds are to be issued and sold by the Authority pursuant to the Resolution, including as attachments to said Resolution, a General Indenture of Trust dated as of July 1, 1998, by and between the Authority and U.S. Bank National Association, as trustee (the "General Indenture"), and a Second Supplemental Indenture of Trust dated as of July 1, 2010 (the "Second Supplemental Indenture" and together with the General Indenture, the "Indenture"), which were before the Board at the time of the adoption of the Resolution. The Second Supplemental Indenture is to be executed by the Authority and Washington County with such terms and provisions and any changes thereto as shall be approved by the Authority at the time of adoption of a final bond resolution.

Copies of the Resolution and the Indenture are on file in the office of the Secretary at the Authority's offices in St. George, Utah, where they may be examined during regular business hours from 8:00 a.m. to 5:00 p.m. for a period of at least thirty (30) days from and after the date of publication of this notice.

NOTICE IS FURTHER GIVEN that a period of thirty (30) days from and after the date of the publication of this notice is provided by law during which any person in interest shall have the right to contest the legality of the Resolution, the Indenture, and the Lease (as they relate only to the Series 2010 Bonds), or the Series 2010 Bonds, or any provision made for the security and payment of the Series 2010 Bonds, and after such time, no one shall have any cause of action to contest the regularity, formality or legality thereof for any cause whatsoever.

DATED this June 15, 2010.

/s/ Kim Hafen

Secretary of the Municipal Building
Authority of Washington County, Utah

Section 6. All resolutions or parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed and this Resolution shall be in full force and effect immediately upon its approval and adoption.

APPROVED AND ADOPTED this June 15, 2010.

(SEAL)

By: _____
Chair/President

ATTEST AND COUNTERSIGN:

By: _____
Secretary

(Other business not pertinent to the foregoing appears in the minutes of the meeting.)

Upon the conclusion of all business on the Agenda, the meeting was adjourned.

(SEAL)

By: _____
Chair/President

ATTEST:

By: _____
Secretary

STATE OF UTAH)
)
) : ss.
COUNTY OF WASHINGTON)

I, Kim Hafen, the duly appointed and qualified Secretary of the Municipal Authority of Washington County, Utah (the “Issuer”), do hereby certify according to the records of the Governing Board of the Issuer in my official possession that the foregoing constitutes a true and correct excerpt of the minutes of the meeting of the Governing Board held on June 15, 2010, including a resolution (the “Resolution”) adopted at said meeting as said proceedings and Resolution are officially of record in my possession.

I further certify that pursuant to the Resolution adopted by the Issuer on June 15, 2010, there was published one time in The Spectrum, a newspaper having general circulation in the Issuer, a Notice of Bonds to be Issued, the affidavit of which publication is hereby attached.

I further certify that the Resolution, with all exhibits attached, was deposited in my office on June 15, 2010.

IN WITNESS WHEREOF, I have hereunto subscribed my signature and impressed hereon the official seal of the Issuer, this June 15, 2010.

(SEAL)

By: _____
Secretary

(attach Proof of Publication of Notice of Bonds to be Issued)

EXHIBIT A

CERTIFICATE OF COMPLIANCE WITH
OPEN MEETING LAW

I, Kim Hafen, the undersigned Secretary of the Municipal Building Authority of Washington County, Utah (the "Issuer"), do hereby certify, according to the records of the Authority in my official possession, and upon my own knowledge and belief, that in accordance with the requirements of Section 52-4-202, Utah Code Annotated 1953, as amended, I gave not less than twenty-four (24) hours public notice of the agenda, date, time, and place of the June 15, 2010, public meeting held by the Issuer as follows:

(a) By causing a Notice, in the form attached hereto as Schedule 1, to be posted at the Issuer's principal offices and two additional places within the City on June __, 2010, at least twenty-four (24) hours prior to the convening of the meeting, said Notice having continuously remained so posted and available for public inspection until the completion of the meeting;

(b) By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be delivered to The Spectrum on June __, 2010, at least twenty-four (24) hours prior to the convening of the meeting; and

(c) By causing a copy of such Notice to be posted on the Utah Public Notice Website (<http://pmn.utah.gov>) at least twenty-four (24) hours prior to the convening of the meeting.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature this June 15, 2010.

(SEAL)

By: _____
Secretary

SCHEDULE 1

NOTICE OF MEETING

EXHIBIT B

FINAL BOND RESOLUTION

(See Transcript Document No. ____)

EXHIBIT C

SECOND SUPPLEMENTAL INDENTURE OF TRUST

(See Transcript Document No. ____)

